

P98000042927

Raul Martin, Jr.  
4315 N.W. 7th Street, Suite 38  
Miami, FL 33126.

April 20, 1998

Secretary of State  
Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

700002499647--5  
-04/24/98--01067--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: PROFESSIONAL BANKSERVICES, INC.

Dear Sirs:

We are enclosing the following:

- 1) Articles of Incorporation of the subject company, duly executed.
- 2) Check for \$ 122.50 covering:

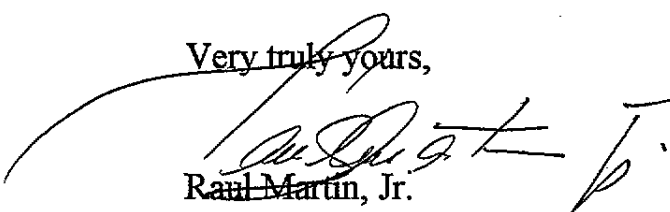
Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00

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\$ 122.50  
=====

APPROVED  
AND  
FILED  
98 MAY 11 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you for your assistance.

Very truly yours,

  
Raul Martin, Jr.

00511  
B BROCK MAY 13 1998-9454



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

April 28, 1998

RAUL MARTIN, JR.  
4315 N.W. 7TH STREET, SUITE 38  
MIAMI, FL 33126

SUBJECT: PROFESSIONAL BANKSERVICES, INC.  
Ref. Number: W98000009454

We have received your document for PROFESSIONAL BANKSERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking  
Director's Office  
101 E. Gaines St.  
Fletcher Bldg., 6th Floor.  
Tallahassee, FL 32399-0350  
(850) 488-1111.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock  
Document Specialist

Letter Number: 898A00022921

# **CERTIFICATE OF INCORPORATION**

**OF**

**PROFESSIONAL BANSERVICES, INC.**

The undersigned hereby subscribes this certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, subject to the following provisions:

## ARTICLE ONE

The name of the Corporation shall be

**PROFESSIONAL BANSERVICES, INC.**

## ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

## ARTICLE THREE

The maximum number of shares of stock which the corporation will have outstanding at any time shall be 5000 shares of common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

## ARTICLE FOUR

The corporation shall begin business with a minimum capital in the amount of \$ 5000.00 ( FIVE THOUSAND 00/100 dollars).

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
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## ARTICLE FIVE

This corporation shall have perpetual existence.

## ARTICLE SIX

Initially the principal office of the corporation shall be located at 4315 N.W. 7th Street, Suite 38, Miami, FL 33126. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

## ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be three directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

## ARTICLE EIGHT

The names and post office addresses of the member of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are as follows:

### BOARD OF DIRECTORS

Raul Martin Jr.  
Chairman-Director

Jay Zambrana  
Director

Concepcion Martin  
Director

4315 N.W. 7th Street, Suite 38  
Miami, FL 33126.

ARTICLE NINE

The names and post office addresses of the officers  
of this corporation are :

Raul Martin, Jr.	Jay Zambrana
President	Vice-President & Treasurer

Concepcion Martin  
Secretary

4215 N.W. 7th Street, Suite 38  
Miami, FL 33126.

ARTICLE TEN

The name and post office address of each subscriber to  
these Articles of Incorporation is:

Raul Martin Jr.  
4315 N.W. 7th Street, Suite 38  
Coral Gables, FL 33126

ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or  
all of the businesses enumerated in Article Two of this Certificate, and  
shall have all the general and additional powers now and hereafter  
conferred upon it by law.

## ARTICLE TWELVE

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole thereof shall have been paid.

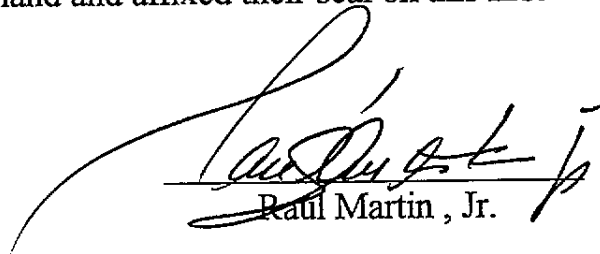
## ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

## ARTICLE FOURTEEN

This corporation shall designate Raul Martin, Jr. with offices located at 4315 N.W. 7th Street, Suite 38, Miami, FL 33126, as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

**IN WITNESS WHEREOF**, the undersigned incorporator has hereunto set their hand and affixed their seal on this first day of May of 1998.

  
Raul Martin, Jr.

STATE OF FLORIDA  
COUNTY OF MIAMI DADE

Before me , the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **RAUL MARTIN, JR.** who first having been duly sworn, personally known to me, executed the foregoing Certificate of Incorporation of **PROFESSIONAL BANSERVICES, INC.** and voluntarily for the purpose therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal at Coral Gables, Miami Dade County, Florida this first day of May of 1998.


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Rene Medina -Notary Public-  
State of Florida at large-  
My Commission Expires

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted,  
in compliance with said act:

**PROFESSIONAL BANSERVICES, INC.** desiring to organize under the laws of Florida with its principal office, as indicated in the Articles of Incorporation as the city of Miami, County of Dade, State of Florida has named **RAUL MARTIN, JR.** with offices at 4315 N.W. 7th Street, Suite 38, Miami, FL 33126. Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
RAUL MARTIN, JR.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED